

Exhibit H

From: Linda Michaelson
Sent: Wed 11/29/2017 2:55 PM (GMT-05:00)
To: Bigler, C. Stephen
Cc: Linda Michaelson
Bcc:
Subject: Minutes
Attachments: Loot Crate - April 25 2017 Board Minutes (signed).pdf; Loot Crate - May 25 2017 Board Minutes (signed).pdf; Loot Crate - July 6 2017 Board Minutes (signed).pdf; Loot Crate - August 25 2017 Board Minutes (signed).pdf; Loot Crate - October 10 2017 Board Minutes (signed).pdf; Loot Crate - November 1 2017 Board Minutes (signed).pdf; Loot Crate - November 3 2017 Board Minutes (signed).pdf; Loot Crate - October 18 2017 Board Minutes (signed).pdf

Attached are the signed minutes. I will separately send the draft minutes that were forwarded to me but not yet approved.

I am trying to confirm whether 3 p.m. will work for Ynon and Terry. Will let you know.

Thanks, Linda

LOOT CRATE, INC.

Telephonic Meeting of the Board of Directors

April 25, 2017

A telephonic meeting of the Board of Directors (the “**Board**”) of Loot Crate, Inc., a Delaware corporation (the “**Company**”), was held on the above date at 9:30 a.m. Present were the following directors, constituting a quorum for the conduct of business: Chris Davis, Greg Bettinelli, Terry Boyle and Ryan Hibbard. Also present were Matthew Arevalo and Linda Menzel of the Company, Ynon Kreiz by invitation of the Board, Michael Carney of Upfront Ventures, Saif Mansour of Breakwater Credit Opportunities Fund, Bruce Gersh of Time, Inc., and Nick Hobson of Cooley LLP, counsel to the Company. All participants could speak and hear one another.

Mr. Davis, presiding as Chairman of the meeting, called the meeting to order and reviewed the agenda for the meeting. Mr. Hobson acted as Secretary of the meeting.

CEO Business Update

Mr. Davis presented a general business update to the Board since the prior meeting, including with respect to certain key financial metrics. Questions were asked and a detailed discussion ensued.

Organizational Update

Mr. Davis updated the Board regarding certain organizational matters, including with respect to recent changes to the Company’s team and anticipated hiring needs. Questions were asked and a discussion ensued.

Sports Crate Update

Next, Mr. Davis updated the Board regarding the Company’s Sports Crate product, including with respect to certain initial performance metrics and near-term strategies. Questions were asked and a thorough discussion ensued.

Financial Review

Mr. Hibbard reviewed with the Board certain key financial metrics, including with respect to cash position and inventory liquidation. Questions were asked and a detailed discussion ensued, including with respect to the Company’s financial position and performance against plan, which led into a discussion regarding the Company’s near-term strategic priorities. Next, Messrs. Davis and Hibbard reviewed with the Board the key assessments and recommendations provided by Transcom with respect to the Company’s cash flow forecasting process and model.

Legal Update

Ms. Menzel updated the Board regarding certain pending legal matters. Questions were asked and a discussion ensued.

Board Approvals

Ms. Menzel reviewed with the Board the proposed resolutions attached hereto as Appendix A. Following discussion, upon motion duly made and seconded, the resolutions attached hereto as Appendix A were approved.

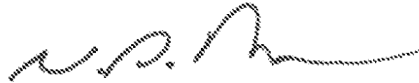
D&O Insurance

Ms. Menzel updated the Board regarding alternative proposals with respect to a new Directors and Officers liability insurance policy. Following discussion, the Board authorized management to obtain the Directors and Officers liability insurance policy in the amount of \$10 million.

Adjournment

There being no further business to come before the meeting, the meeting was adjourned at approximately 11:30 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "N. Hobson", with a stylized flourish at the end.

Nick Hobson, Secretary of the Meeting

APPENDIX A

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF LOOT CRATE, INC. ADOPTED
AT A MEETING HELD ON
APRIL 25, 2017**

Approval of Prior Minutes

RESOLVED, that the minutes of the meeting of the Board held on March 28, 2017, in the form presented to the Board at this meeting, are hereby approved.

Approval of 409A Valuation

WHEREAS, the Company has received a written report prepared by eShares Valuations LLC with respect to the fair market value of the Common Stock of the Company (the “**Common Stock**”) as of December 31, 2016, in substantially the form attached hereto as Exhibit A (the “**Valuation Report**”), which constitutes a written report under Internal Revenue Code Section 409A and the regulations thereunder.

RESOLVED, that the Valuation Report is hereby adopted and approved in all respects.

Grant of Options Under 2012 Stock Plan

WHEREAS, the Company has previously adopted and maintains the Loot Crate, Inc. 2012 Stock Plan (as amended, the “**Plan**”); and

WHEREAS, the Board has determined that it would be in the best interests of the Company and its stockholders to provide an additional incentive for certain employees, consultants and/or directors of the Company by granting to them options to purchase shares of Common Stock pursuant to the Plan.

RESOLVED, that the individuals named on Exhibit B attached hereto (the “**Optionees**”) are hereby granted options pursuant to the Plan to purchase the number of shares of Common Stock set forth opposite their respective names on Exhibit B (the “**Options**”);

RESOLVED FURTHER, that each Option shall have an exercise price of \$5.42 per share, which the Board hereby determines to be no less than the fair market value of one share of Common Stock on the date hereof after review and consideration of relevant factors, including, but not limited to, the Valuation Report, the liquidation preferences and other rights, preferences and privileges of the Company’s Preferred Stock, the Company’s recent financial performance and potential future cash flows, the lack of liquidity for the Common Stock, the value of the Company’s assets, the market value of similar entities engaged in substantially similar businesses and current economic conditions;

RESOLVED FURTHER, that each of the Options (i) unless otherwise indicated on Exhibit B, shall have a ten-year term, (ii) unless otherwise indicated on Exhibit B or unless and to the extent limited by applicable law, shall be an Incentive Stock Option under Section 422 of the Internal Revenue Code of 1986, as amended, (iii) shall be subject to vesting based upon continued service as an employee, consultant or director of the Company in accordance with the schedule set forth on Exhibit B and the applicable form of stock option agreement and (iv) shall be subject to compliance with applicable securities laws;

RESOLVED FURTHER, that each of the Options shall be evidenced by the appropriate form of stock option agreement under the Plan, and that the officers of the Company are hereby authorized and directed to execute and deliver such agreements; and

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed in the name of and on behalf of the Company to make all such arrangements, to do and perform all such acts, to execute and deliver all such certificates and other instruments and documents, and to do everything that they may deem to be reasonable and necessary or appropriate in order to fully implement the foregoing resolutions.

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EXHIBIT A

VALUATION REPORT

EXHIBIT B**LIST OF OPTIONEES**

PARTICIPANT	VESTING COMMENCEMENT DATE	NO. OF SHARES	VESTING SCHEDULE	ISO/NSO	STATE OF RESIDENCE
Julio Luna	July 31, 2016	500	(1)	ISO	CA
Ana Benitez	August 31, 2016	500	(1)	ISO	CA
Blanca Ramirez	July 31, 2016	500	(1)	ISO	CA
Arlene Alvarez	July 31, 2016	500	(1)	ISO	CA
Jennifer Lageman	July 31, 2016	500	(1)	ISO	CA
Reuben Munguia	July 31, 2016	500	(1)	ISO	CA
Harvey Draper	July 31, 2016	500	(1)	ISO	CA
John Draper	July 31, 2016	500	(1)	ISO	CA
Maria Cardenas	July 31, 2016	500	(1)	ISO	CA
Rebecca Lu	January 31, 2017	500	(1)	ISO	CA
Jennifer Kyo	October 31, 2016	1,000	(1)	ISO	CA
Helena Mills	May 31, 2016	10,000	(1)	ISO	CA
Scott Wilger	May 31, 2016	1,000	(1)	ISO	CA
Brian Mann	May 31, 2016	17,500	(1)	ISO	CA
Connor Garrity	May 31, 2016	500	(1)	ISO	CA
Hannah Moulder	May 31, 2016	500	(1)	ISO	CA
George Nader	May 31, 2016	500	(1)	ISO	CA
Michael Mohr	May 31, 2016	500	(1)	ISO	CA
Julia Arnold	May 31, 2016	10,000	(1)	ISO	CA
Abraham Kinney	May 31, 2016	5,000	(1)	ISO	CA
Tyler Kleizo	May 31, 2016	1,000	(1)	ISO	CA
Barrington Goines	May 31, 2016	1,000	(1)	ISO	CA

Musashi Asano	June 30, 2016	2,500	(1)	ISO	CA
Jennifer Winters	June 30, 2016	500	(1)	ISO	CA
Amber Fonseca	July 31, 2016	5,000	(1)	ISO	CA
Keith Hudson	July 31, 2016	500	(1)	ISO	CA
Kathleen Lundgren	July 31, 2016	500	(1)	ISO	CA
Jason Shaffer	July 31, 2016	500	(1)	ISO	CA
Gloria Johnson	August 31, 2016	2,500	(1)	ISO	CA
Eric Wilkinson	August 31, 2016	1,000	(1)	ISO	CA
John Williams	August 31, 2016	65,000	(1)	ISO	CA
Brynne Lycette	August 31, 2016	2,500	(1)	ISO	CA
Christine Chang	August 31, 2016	10,000	(1)	ISO	CA
Victoria Welch	August 31, 2016	2,500	(1)	ISO	CA
Jeffrey Kessler	August 31, 2016	5,000	(1)	ISO	CA
Viviana Lozano Lara	August 31, 2016	1,000	(1)	ISO	CA
Steven Knezevich	August 31, 2016	2,500	(1)	ISO	CA
Dimitry Khilkevich	August 31, 2016	10,000	(1)	ISO	CA
Hanah Yoon	August 31, 2016	500	(1)	ISO	CA
Edmund Pietzak	August 31, 2016	1,000	(1)	ISO	CA
Ruby Chen	August 31, 2016	500	(1)	ISO	CA
Tammy Tan	August 31, 2016	1,000	(1)	ISO	CA
Claudia Liera	August 31, 2016	1,000	(1)	ISO	CA
Jesse McCann	September 30, 2016	1,000	(1)	ISO	CA
Erik Reynolds	September 30, 2016	5,000	(1)	ISO	CA
Jared Cohen	September 30, 2016	2,500	(1)	ISO	CA
Ashlee Vaughn	September 30, 2016	1,000	(1)	ISO	CA
David Morris	September 30, 2016	20,000	(1)	ISO	CA

Erich Gazaui	September 30, 2016	12,500	(1)	ISO	CA
Sharls Hemelberg	September 30, 2016	7,500	(1)	ISO	CA
Frank Maritato	September 30, 2016	5,000	(1)	ISO	CA
Barry Coleman	September 30, 2016	30,000	(1)	ISO	CA
Kelly Cristales	September 30, 2016	500	(1)	ISO	CA
Andrew Amoros	September 30, 2016	500	(1)	ISO	CA
Emily White	September 30, 2016	5,000	(1)	ISO	CA
Michelle Mauk	September 30, 2016	2,500	(1)	ISO	CA
Thomas Kurzanski	September 30, 2016	2,500	(1)	ISO	CA
Gregory Brown	September 30, 2016	7,500	(1)	ISO	CA
Alexander Fradkin	September 30, 2016	1,000	(1)	ISO	CA
Edith Garcia	October 31, 2016	500	(1)	ISO	CA
Francisco Lee	October 31, 2016	500	(1)	ISO	CA
Sean Walker	October 31, 2016	2,500	(1)	ISO	CA
Tasha Haggard	November 30, 2016	6,000	(1)	ISO	CA
Bryan Cabalo	November 30, 2016	2,500	(1)	ISO	CA
Colleen Moore	November 30, 2016	1,000	(1)	ISO	CA
Jaime Bussell	November 30, 2016	5,000	(1)	ISO	CA
Allen Fei	November 30, 2016	4,000	(1)	ISO	CA
David Chang	November 30, 2016	10,000	(1)	ISO	CA
David Samms	November 30, 2016	15,000	(1)	ISO	CA
Evan Dorn	November 30, 2016	2,500	(1)	ISO	CA
Scott Neitlich	November 30, 2016	5,500	(1)	ISO	CA
Amy Louie	November 30, 2016	2,500	(1)	ISO	CA
Nicole Pena	December 31, 2016	500	(1)	ISO	CA
Steven Raby	December 31, 2016	4,000	(1)	ISO	CA

Ming Teng	December 31, 2016	12,500	(1)	ISO	CA
Jonathan DeFaveri	December 31, 2016	2,500	(1)	ISO	CA
Julianne Cuellar	December 31, 2016	5,000	(1)	ISO	CA
Mauricio Undurraga	December 31, 2016	2,500	(1)	ISO	CA
Kerry Cramer	January 31, 2017	5,000	(1)	ISO	CA
Steed Sun	January 31, 2017	7,500	(1)	ISO	CA
Amy Weitzman	January 31, 2017	5,000	(1)	ISO	CA
Elizabeth Kawasaki	January 31, 2017	6,000	(1)	ISO	CA
Michael Miller	January 31, 2017	500	(1)	ISO	CA
Raymond Makowski	January 31, 2017	2,500	(1)	ISO	CA
Lili Guerrero Valencia	January 31, 2017	500	(1)	ISO	CA
Mark Turner	February 28, 2017	5,000	(1)	ISO	CA
Kathryn Campbell	February 28, 2017	1,000	(1)	ISO	CA
Roy Lee	February 28, 2017	5,000	(1)	ISO	CA
Betty Stooksberry	February 28, 2017	12,500	(1)	ISO	CA
Tania Dababneh	February 28, 2017	1,000	(1)	ISO	CA
Zhaleh Aghili	February 28, 2017	700	(1)	ISO	CA
Stefani Taylor	March 31, 2017	5,000	(1)	ISO	CA
TOTAL:		414,700			

Vesting Schedule

- (1) Subject to Participant's continuous service with the Company, such option shall vest over a four-year period, with 1/4th of the total number of shares subject to such option vesting one year after the "Vesting Commencement Date" and 1/48th of the total number of shares subject to such option vesting each month thereafter.

LOOT CRATE, INC.

Meeting of the Board of Directors

May 25, 2017

**Held at the offices of Upfront Ventures
1337 6th St.
Santa Monica, CA 90401**

A meeting of the Board of Directors (the “**Board**”) of Loot Crate, Inc., a Delaware corporation (the “**Company**”), was held at the above location and on the above date at 10:00 a.m. Present were the following directors, constituting a quorum for the conduct of business: Chris Davis, Greg Bettinelli, Terry Boyle and Ryan Hibbard. Also present were Matthew Arevalo, Linda Menzel and John Williams of the Company, Ynon Kreiz and George Davis by invitation of the Board, Michael Carney of Upfront Ventures, Saif Mansour of Breakwater Credit Opportunities Fund, Bruce Gersh of Time, Inc., David Waxman, an investor in the Company, and Nick Hobson of Cooley LLP, counsel to the Company. All participants could speak and hear one another.

Mr. Chris Davis, presiding as Chairman of the meeting, called the meeting to order and reviewed the agenda for the meeting. Mr. Hobson acted as Secretary of the meeting.

CEO Business Update

Mr. Chris Davis presented a general business update to the Board since the prior meeting. Questions were asked and a discussion ensued.

Financial Review

Mr. Hibbard reviewed with the Board certain key financial metrics, including with respect to estimated results for April 2017 compared against prior forecasts. Questions were asked and a detailed discussion ensued, including with respect to the Company’s operating expenses. Mr. Chris Davis and Mr. Hibbard then reviewed certain key estimates and forecasts for the remainder of 2017 and 2018, including with respect to cash flow. Questions were asked, which led into a detailed discussion regarding the Company’s inventory liquidation processes and strategy.

Organizational Update

Mr. Chris Davis updated the Board regarding certain organizational matters, including with respect to recent changes to the Company’s team and anticipated hiring needs. Questions were asked and a discussion ensued.

At this point, David Morris, Doug Wadleigh and Ming Teng, employees of the Company, joined the meeting.

Operations Update

Mr. Morris reviewed with the Board the Company’s retail strategy and near-term opportunities, including with respect to certain key metrics. Mr. Morris then updated the Board regarding the

Company's fulfillment efforts, including with respect to the Company's warehouse in Pennsylvania and the implementation of the Company's new warehouse management system. Next, Mr. Morris updated the Board regarding the Company's excess inventory liquidation efforts. Questions were asked and an extensive discussion ensued.

Sports Crate Update

Mr. Wadleigh updated the Board regarding the Company's Sports Crate product, including with respect to certain key performance metrics and near-term marketing strategies. Questions were asked and a thorough discussion ensued, including with respect to audience growth strategies and product offerings.

At this point, Messrs. Morris and Wadleigh departed from the meeting.

Marketing Update

Mr. Teng updated the Board regarding the Company's marketing efforts and strategy, including with respect to certain key initiatives for Q2 and certain key user metrics. Questions were asked and a discussion ensued.

At this point, Mr. Teng departed from the meeting.

Technology Update

Mr. Williams updated the Board regarding the Company's technology efforts and strategy, including with respect to certain recent achievements and key near-term initiatives. Questions were asked and a discussion ensued.

Legal Update

Ms. Menzel updated the Board regarding certain pending legal matters. Questions were asked and a discussion ensued.

At this point, Mr. Williams departed from the meeting and David Sams and David Chang, employees of the Company, joined the meeting.

Product Update

Messrs. Sams and Chang delivered a presentation to the Board regarding certain strategies to improve performance across various crate products. Mr. Chris Davis then reviewed with the Board the Company's product strategy. Questions were asked and a detailed discussion ensued.

At this point, Messrs. Sams and Chang departed from the meeting.

Finance Review

Next, Mr. Chris Davis led a discussion with the Board regarding the Company's near-term fundraising needs and strategy.

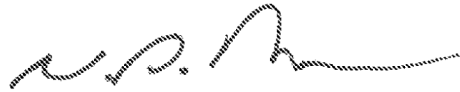
Board Approvals

Mr. Hobson reviewed with the Board the proposed resolutions attached hereto as Appendix A. Following discussion, upon motion duly made and seconded, the resolutions attached hereto as Appendix A were approved.

Adjournment

There being no further business to come before the meeting, the meeting was adjourned at approximately 2:30 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Nick Hobson', with a stylized flourish at the end.

Nick Hobson, Secretary of the Meeting

APPENDIX A

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF LOOT CRATE, INC. ADOPTED
AT A MEETING HELD ON
MAY 25, 2017**

Approval of Prior Minutes

RESOLVED, that the minutes of the meeting of the Board of Directors (the “**Board**”) of Loot Crate, Inc. (the “**Company**”) held on April 25, 2017, in the form presented to the Board at this meeting, are hereby approved.

Approval of Chairman Offer Letter

WHEREAS, the Board has reviewed the proposed offer letter with Ynon Kreiz for the position of Chairman of the Board, in substantially the form attached hereto as **EXHIBIT A** (the “**Chairman Offer Letter**”); and

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to enter into the Chairman Offer Letter.

RESOLVED, that the Chairman Offer Letter is hereby approved in all respects;

RESOLVED FURTHER, that all actions taken for and on behalf of the Company to negotiate and enter into the Chairman Offer Letter are hereby ratified and approved in all respects; and

RESOLVED FURTHER, that the officers of the Company are each hereby authorized and directed, for and on behalf of the Company, to execute and deliver the Chairman Offer Letter and to take such further action and execute such additional documents as each may deem necessary or appropriate to perform the Company’s obligations pursuant to the Chairman Offer Letter.

Appointment of Chairman of the Board of Directors

WHEREAS, pursuant to Section 2.3 of the Bylaws, subject to the rights of holders of any series of Preferred Stock then outstanding, any vacancies in the Board may be filled only by a majority vote of the directors then in office;

WHEREAS, pursuant to Section 2.2(d) of that certain Voting Agreement dated as of May 10, 2016, by and among the Company and its stockholders party thereto (the “**Voting Agreement**”), the Series A Director (as defined in the Voting Agreement) and Christopher Davis, as the holder of a majority of the issued and outstanding shares of Common Stock of the Company, have designated Ynon Kreiz to serve as an At-Large Director (as defined in the Voting Agreement); and

WHEREAS, pursuant to Section 3.2 of the Bylaws, officers of the Company may be appointed by the Board at any meeting.

RESOLVED, that, effective immediately, Ynon Kreiz is hereby elected as a director of the Company, to serve as an At-Large Director; and

RESOLVED FURTHER, that, effective immediately, Mr. Kreiz is hereby appointed as Chairman of the Board, to serve until the first to occur of his resignation, his removal or the election and appointment by the Board of his successor.

Approval of Amendment of Stock Option Grants

WHEREAS, the Board previously approved nonqualified or incentive stock option grants (the “*Options*”) to the individuals listed on **EXHIBIT B** attached hereto (the “*Optionees*”), for the number of shares of the Company’s Common Stock as set forth on **EXHIBIT B**, under the Company’s 2012 Stock Plan (the “*Plan*”);

WHEREAS, pursuant to Section 6.4(a)(iv) of the Plan and the applicable Notice of Grant of Stock Option and Stock Option Agreement (together, the “*Stock Option Agreements*”), each Optionee may exercise the vested portion of each such Option within three months following the termination date of such Optionee’s Service (as defined in the Plan);

WHEREAS, each Optionee’s Service terminated on a date less than three months prior to the date hereof;

WHEREAS, pursuant to Section 3.3(h) of the Plan, the Board has the power to (i) accelerate the vesting of the Options and (ii) extend the exercisability of the Options, including with respect to the period following an Optionee’s termination of Service;

WHEREAS, the Board desires to accelerate the vesting of certain of the Options as indicated on **EXHIBIT B**; and

WHEREAS, the Board desires to extend the post-termination exercise period (the “*Exercise Period*”) of the vested portion of the Options to allow each Optionee to exercise his or her respective Options to purchase any vested shares underlying such Options during the time period listed on **EXHIBIT B** corresponding to such Options.

RESOLVED, that, pursuant to the authority of the Board under Section 3.3(h) of the Plan, (i) certain of the Options are hereby amended to accelerate the vesting of a portion of such Options as indicated on **EXHIBIT B** and (ii) the Exercise Period of each of the Options is hereby amended to extend the Exercise Period of the vested portion of such Options for the time period listed on **EXHIBIT B** corresponding to such Options;

RESOLVED FURTHER, that the other terms and conditions of the Options as set forth in the Plan and the applicable Stock Option Agreements will be unchanged and remain in full force and effect;

RESOLVED FURTHER, that the officers of the Company are authorized and directed, for and on behalf of the Company, to modify the Stock Option Agreements to give effect to the amendment and to take such further actions and execute such additional documents as each may deem necessary or appropriate to carry out the intent of the foregoing resolutions; and

RESOLVED FURTHER, that any actions taken prior to the date of the foregoing resolutions by the persons elected as the officers of the Company that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this Company.

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EXHIBIT A

CHAIRMAN OFFER LETTER

EXHIBIT B**OPTION AMENDMENTS**

Optionee	Grant Date	Number of Shares	Acceleration	Exercise Period
Sarah Stern	5/9/16	2,040	N/A	(1)
Sarah Stern	4/1/15	5,000	N/A	(1)
Pheng Tea	5/9/16	1,674	N/A	(1)
Pheng Tea	4/1/15	15,000	N/A	(1)
Ryan Hibbard	5/9/16	1,308	N/A	(2)
Ryan Hibbard	4/1/15	48,915	N/A	(2)
Ryan Hibbard	4/1/15	51,085	N/A	(2)
David Aguilera	5/9/16	628	N/A	(1)
David Aguilera	4/1/15	5,000	N/A	(1)
Barry Coleman	4/25/17	30,000	(3)	(4)

- (1) Optionee may exercise his or her respective Options to purchase any vested shares underlying such Options on or before the earlier of (a) the three year anniversary of the termination of Optionee's Service (as defined in the Plan), or (b) the applicable Option Expiration Date (as defined in the Plan).
- (2) Optionee may exercise his or her respective Options to purchase any vested shares underlying such Options on or before the earlier of (a) the five year anniversary of the termination of Optionee's Service, or (b) the applicable Option Expiration Date.
- (3) In connection with the termination of Optionee's Service, the vesting of 25% of Optionee's Options shall be accelerated, such that 7,500 shares of Optionee's Options shall be fully vested as of the date of the termination of Optionee's Service.
- (4) Optionee may exercise his or her respective Options to purchase any vested shares underlying such Options on or before the applicable Option Expiration Date.

LOOT CRATE, INC.

Telephonic Meeting of the Board of Directors

July 6, 2017

A telephonic meeting of the Board of Directors (the “**Board**”) of Loot Crate, Inc., a Delaware corporation (the “**Company**”), was held on the above date at 9:30 a.m. Present were the following directors, constituting a quorum for the conduct of business: Chris Davis, Greg Bettinelli and Ryan Hibbard. Absent from the meeting was Terry Boyle and, at the start of the meeting, Ynon Kreiz. Also present were Sam Glasgow, David Chang, Chris Powell, David Sams and Linda Menzel of the Company, Michael Carney of Upfront Ventures, Aamir Amdani of Breakwater Credit Opportunities Fund, Bruce Gersh of Time, Inc., and Nick Hobson of Cooley LLP, counsel to the Company. All participants could speak and hear one another.

Mr. Davis, presiding as Chairman of the meeting, called the meeting to order and reviewed the agenda for the meeting. Mr. Hobson acted as Secretary of the meeting.

Financial Update

Mr. Hibbard updated the Board regarding certain key financial metrics since the prior Board meeting as well as near-term estimates, including with respect to revenue and cash position. Questions were asked and a discussion ensued, including with respect to the Company’s financial position and performance against plan. Mr. Davis then updated the Board regarding certain key performance metrics, including with respect to subscription.

Retail Distribution Update

Next, Mr. Davis reviewed with the Board the Company’s retail distribution efforts, including with respect to the status of the Company’s retail pilot launch and certain near-term potential opportunities. Questions were asked and a discussion ensued.

Sports Crate Update

Mr. Sams updated the Board regarding the Company’s Sports Crate product, including with respect to certain key performance metrics and near-term strategies. Mr. Hibbard then reviewed with the Board certain revenue projections with respect to the Company’s MLB Sports Crate. Questions were asked and a discussion ensued.

At this point, Ynon Kreiz joined the meeting.

Legal Update

Ms. Menzel updated the Board regarding certain pending legal matters. Questions were asked and a discussion ensued.

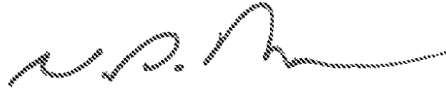
Strategy Discussion

The Board engaged in a discussion regarding potential product and marketing strategies.

Adjournment

There being no further business to come before the meeting, the meeting was adjourned at approximately 10:50 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'N. Hobson', with a stylized flourish at the end.

Nick Hobson, Secretary of the Meeting

LOOT CRATE, INC.

Meeting of the Board of Directors

August 25, 2017

**Held at the offices of the Company
3401 Pasadena Ave.
Los Angeles, CA 90031**

A meeting of the Board of Directors (the “**Board**”) of Loot Crate, Inc., a Delaware corporation (the “**Company**”), was held at the above location and on the above date at 10:00 a.m. Present were the following directors, constituting a quorum for the conduct of business: Chris Davis, Greg Bettinelli, Terry Boyle, Ryan Hibbard and Ynon Kreiz. Also present were Matthew Arevalo, Sam Glasgow, Chris Powell and David Chang of the Company, Michael Carney of Upfront Ventures, Saif Mansour of Breakwater Credit Opportunities Fund, Bruce Gersh of Time, Inc., and Nick Hobson of Cooley LLP, counsel to the Company. All participants could speak and hear one another.

Mr. Chris Davis, presiding as Chairman of the meeting, called the meeting to order and reviewed the agenda for the meeting. Mr. Hobson acted as Secretary of the meeting.

CEO Business Update

Mr. Davis presented a general business update to the Board since the prior meeting, including with respect to certain key performance metrics, recent subscription launches and capital raising efforts. Questions were asked and a discussion ensued.

Financial Review

Mr. Davis reviewed with the Board certain key financial metrics, including with respect to results for June 2017 compared against prior forecasts. Questions were asked and a detailed discussion ensued, including with respect to the Company’s liquidity challenges, financial forecasting, growth opportunities and potential reductions to the Company’s operating expenses.

Organizational Update

Mr. Davis updated the Board regarding certain organizational matters, including with respect to recent changes to the Company’s team and anticipated hiring needs. Questions were asked and a discussion ensued, including with respect to the Company’s inventory management team.

Operations Update

Mr. Davis reviewed with the Board certain key operational matters, including with respect to inventory analysis and a potential COO candidate. Questions were asked and an extensive discussion ensued.

Finance Review

Mr. Davis led a discussion with the Board regarding the Company’s near-term fundraising needs and strategy, including with respect to the Company’s need to raise additional capital to address the Company’s liquidity challenges.

At this point, Doug Wadleigh joined the meeting.

Sports Crate Update

Mr. Wadleigh updated the Board regarding the Company's Sports Crate product, including with respect to certain key performance metrics, consumer learnings and near-term marketing strategies. Questions were asked and a thorough discussion ensued, including with respect to audience growth strategies and product offerings.

At this point, Mr. Wadleigh departed from the meeting.

Business Development Update

Mr. Davis updated the Board regarding the Company's business development efforts and strategy, including with respect to new product launches and near-term opportunities. Questions were asked and a discussion ensued.

At this point, Messrs. Arevalo, Glasgow, Powell and Chang departed from the meeting.

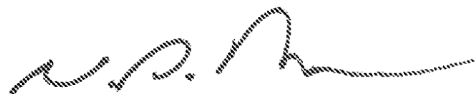
Board Approvals

Mr. Hobson reviewed with the Board the proposed resolutions attached hereto as Appendix A. Following discussion, upon motion duly made and seconded, the resolutions attached hereto as Appendix A were approved.

Adjournment

There being no further business to come before the meeting, the meeting was adjourned at approximately 2:30 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Nick Hobson', with a stylized flourish at the end.

Nick Hobson, Secretary of the Meeting

APPENDIX A

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF LOOT CRATE, INC. ADOPTED
AT A MEETING HELD ON
AUGUST 25, 2017**

Approval of Prior Minutes

RESOLVED, that the minutes of the meetings of the Board of Directors (the “**Board**”) of Loot Crate, Inc. (the “**Company**”) held on May 25, 2017 and July 6, 2017, in the form presented to the Board at this meeting, are hereby approved.

Grant of Options Under 2012 Stock Plan

WHEREAS, the Company has previously adopted and maintains the Loot Crate, Inc. 2012 Stock Plan (as amended, the “**Plan**”); and

WHEREAS, the Board has determined that it would be in the best interests of the Company and its stockholders to provide an additional incentive for certain employees, consultants and/or directors of the Company by granting to them options to purchase shares of the Company’s Common Stock (the “**Common Stock**”) pursuant to the Plan.

RESOLVED, that the individuals named on **EXHIBIT A** attached hereto (the “**Optionees**”) are hereby granted options pursuant to the Plan to purchase the number of shares of Common Stock set forth opposite their respective names on **EXHIBIT A** (the “**Options**”);

RESOLVED FURTHER, that each Option shall have an exercise price of \$5.42 per share, which the Board hereby determines to be no less than the fair market value of one share of Common Stock on the date hereof after review and consideration of relevant factors, including, but not limited to, the written report prepared by eShares Valuations LLC with respect to the fair market value of the Common Stock as of December 31, 2016, the liquidation preferences and other rights, preferences and privileges of the Company’s Preferred Stock, the Company’s recent financial performance and potential future cash flows, the lack of liquidity for the Common Stock, the value of the Company’s assets, the market value of similar entities engaged in substantially similar businesses and current economic conditions;

RESOLVED FURTHER, that each of the Options (i) unless otherwise indicated on **EXHIBIT A**, shall have a ten-year term, (ii) unless otherwise indicated on **EXHIBIT A** or unless and to the extent limited by applicable law, shall be an Incentive Stock Option under Section 422 of the Internal Revenue Code of 1986, as amended, (iii) shall be subject to vesting based upon continued service as an employee, consultant or director of the Company in accordance with the schedule set forth on **EXHIBIT A** and the applicable form of stock option agreement and (iv) shall be subject to compliance with applicable securities laws;

RESOLVED FURTHER, that each of the Options shall be evidenced by the appropriate form of stock option agreement under the Plan, and that the officers of the Company are hereby authorized and directed to execute and deliver such agreements; and

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed in the name of and on behalf of the Company to make all such arrangements, to do and perform all such acts, to execute and deliver all such certificates and other instruments and documents, and to do

everything that they may deem to be reasonable and necessary or appropriate in order to fully implement the foregoing resolutions.

Extension of Post-Exercise Period of Stock Option Grants

WHEREAS, the Board previously approved nonqualified or incentive stock option grants (the “*Options*”) to the individuals listed on **EXHIBIT B** attached hereto (the “*Optionees*”), for the number of shares of Common Stock as set forth on **EXHIBIT B**, under the Plan;

WHEREAS, pursuant to Section 6.4(a)(iv) of the Plan and the applicable Notice of Grant of Stock Option and Stock Option Agreement (together, the “*Stock Option Agreements*”), each Optionee may exercise the vested portion of each such Option within three months following the termination date of such Optionee’s Service (as defined in the Plan);

WHEREAS, each Optionee’s Service terminated on a date less than three months prior to the date hereof;

WHEREAS, pursuant to Section 3.3(h) of the Plan, the Board has the power to extend the exercisability of the Options, including with respect to the period following a Optionee’s termination of Service; and

WHEREAS, the Board desires to extend the post-termination exercise period (the “*Exercise Period*”) of the vested portion of the Options to allow each Optionee to exercise his or her respective Options to purchase any vested shares underlying such Options during the time period listed on **EXHIBIT B** corresponding to such Options.

RESOLVED, that, pursuant to the authority of the Board under Section 3.3(h) of the Plan, the Exercise Period of each of the Options is hereby amended to extend the Exercise Period of the vested portion of such Options for the time period listed on **EXHIBIT B** corresponding to such Options;

RESOLVED FURTHER, that the other terms and conditions of the Options as set forth in the Plan and the applicable Stock Option Agreements will be unchanged and remain in full force and effect;

RESOLVED FURTHER, that the officers of the Company are authorized and directed, for and on behalf of the Company, to modify the Stock Option Agreements to give effect to the amendment and to take such further actions and execute such additional documents as each may deem necessary or appropriate to carry out the intent of the foregoing resolutions; and

RESOLVED FURTHER, that any actions taken prior to the date of the foregoing resolutions by the persons elected as the officers of the Company that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this Company.

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EXHIBIT A**OPTION GRANTS**

PARTICIPANT	VESTING COMMENCEMENT DATE	NO. OF SHARES	VESTING SCHEDULE	ISO/NSO	STATE OF RESIDENCE
Frank Maritato	September 30, 2016	1,000	(1)	ISO	CA
Chandima Wickramasinghe	August 31, 2017	2,500	(1)	ISO	CA
Jason Carlin	August 31, 2017	30,000	(2)	ISO	CA
Connie Chan	July 31, 2017	1,000	(1)	ISO	CA
Chris Powell	June 30, 2017	40,000	(1)	ISO	CA
Caleb Bonar	June 30, 2017	500	(1)	ISO	PA
Alexander Di Costanzo	June 30, 2017	1,000	(1)	ISO	PA
Ashley Hwang	June 30, 2017	2,500	(1)	ISO	CA
Clara Russell	June 30, 2017	500	(1)	ISO	CA
Jin Seon Hong	June 30, 2017	1,000	(1)	ISO	CA
Hung-Ju Wei	May 31, 2017	2,500	(1)	ISO	CA
Shawnee Hale	May 31, 2017	500	(1)	ISO	CA
Adrienne Bowman	May 31, 2017	1,000	(1)	ISO	CA
Laila Longer	May 31, 2017	500	(1)	ISO	PA
Brian McCloskey	May 31, 2017	500	(1)	ISO	PA

- (1) Subject to Participant's continuous service with the Company, such option shall vest over a four-year period, with 1/4th of the total number of shares subject to such option vesting one year after the "Vesting Commencement Date" and 1/48th of the total number of shares subject to such option vesting each month thereafter.
- (2) Subject to Participant's continuous service with the Company, such option shall vest over a four-year period, with 1/4th of the total number of shares subject to such option vesting six months after the "Vesting Commencement Date" and 1/42nd of the remaining number of shares subject to such option vesting each month thereafter.

EXHIBIT B**OPTION AMENDMENTS**

Optionee	Grant Date	Number of Shares	Exercise Period
Danielle Bullis	5/9/16	523	(1)
Danielle Bullis	4/1/15	2,500	(1)
Tyler Margison	5/9/16	782	(1)
Tyler Margison	6/1/15	5,000	(1)
Michael Fidler	4/1/15	1,000	(1)
Michael Fidler	5/9/16	348	(1)

- (1) Optionee may exercise his or her respective Options to purchase any vested shares underlying such Options on or before the earlier of (a) the three year anniversary of the termination of Optionee's Service (as defined in the Plan), or (b) the applicable Option Expiration Date (as defined in the Plan).

LOOT CRATE, INC.

Telephonic Meeting of the Board of Directors

October 10, 2017

A telephonic meeting of the Board of Directors (the “**Board**”) of Loot Crate, Inc., a Delaware corporation (the “**Company**”), was held on the above date at 2:30 p.m. Present were the following directors, constituting a quorum for the conduct of business: Terry Boyle, Chris Davis, Ryan Hibbard and Ynon Kreiz. Absent from the meeting was Greg Bettinelli. Also present were Sam Glasgow and Chris Powell of the Company, Mark Suster and Riley McCluskey of Upfront Ventures, and Nick Hobson of Cooley LLP, counsel to the Company. All participants could speak and hear one another.

Mr. Kreiz, presiding as Chairman of the meeting, called the meeting to order and reviewed the agenda for the meeting. Mr. Hobson acted as Secretary of the meeting.

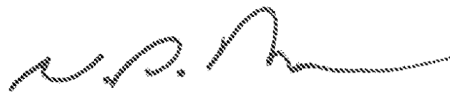
Financial Review

The Board engaged in a detailed discussion regarding the Company’s financial position, including with respect to its liabilities, cash position and opportunities to reduce operating expenses. Following discussion, the Board instructed management to provide (i) more detailed financial information and analysis to the Board, including with respect to the Company’s cash position, runway and liabilities, and (ii) specific details on an ongoing basis with respect to potential alternative financing or other strategic transactions for consideration by the Board. Questions were asked, which led into a discussion regarding the Company’s strategic alternatives.

Adjournment

There being no further business to come before the meeting, the meeting was adjourned at approximately 3:30 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'N. Hobson', with a stylized flourish at the end.

Nick Hobson, Secretary of the Meeting

LOOT CRATE, INC.

Telephonic Meeting of the Board of Directors

November 1, 2017

A telephonic meeting of the Board of Directors (the “**Board**”) of Loot Crate, Inc., a Delaware corporation (the “**Company**”), was held on the above date at 1:00 p.m. Present were the following directors, constituting a quorum for the conduct of business: Terry Boyle, Chris Davis, Ryan Hibbard, Ynon Kreiz and Mark Suster. Also present were Matthew Arevalo and Linda Menzel of the Company, Bruce Gersh of Time, Inc., Saif Mansour of Breakwater Credit Opportunities Fund (“**Breakwater**”), and Nick Hobson of Cooley LLP, counsel to the Company. All participants could speak and hear one another.

Mr. Davis, presiding as Chairman of the meeting, called the meeting to order and reviewed the agenda for the meeting. Mr. Hobson acted as Secretary of the meeting.

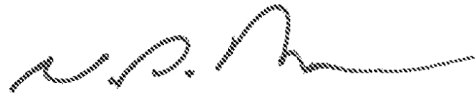
Finance Review

Mr. Davis updated the Board regarding an anticipated equity financing proposal from one of the Company’s vendors, as well as discussions with various other investors regarding a potential syndicated equity financing. The Board engaged in a detailed discussion regarding each of the Company’s financing options (including the existing formal proposal from Upfront Ventures (the “**Upfront Proposal**”)), including with respect to the likelihood of closing, the dilutive impact to existing stockholders, the likelihood of obtaining approval from Breakwater for the requisite amendments to the Company’s credit facility, as well as whether the Board will have sufficient time and information to consider alternative proposals that may be received prior to the expiration of the Upfront Proposal.

Adjournment

There being no further business to come before the meeting, the meeting was adjourned at approximately 2:30 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Nick Hobson', written in a cursive style.

Nick Hobson, Secretary of the Meeting

LOOT CRATE, INC.

Meeting of the Board of Directors

November 3, 2017

**Held at the offices of Upfront Ventures
1337 6th St.
Santa Monica, CA 90401**

A meeting of the Board of Directors (the “**Board**”) of Loot Crate, Inc., a Delaware corporation (the “**Company**”), was held at the above location and on the above date at 10:00 a.m. Present were the following directors, constituting a quorum for the conduct of business: Terry Boyle, Chris Davis, Ryan Hibbard, Ynon Kreiz and Mark Suster. Also present were Matthew Arevalo, David Chang, Linda Menzel and Chris Powell of the Company, Stuart Lander and Michael Carney of Upfront Ventures, Saif Mansour of Breakwater Credit Opportunities Fund (“**Breakwater**”), Bruce Gersh of Time, Inc., George Davis by invitation of the Chief Executive Officer, and Nick Hobson of Cooley LLP, counsel to the Company. All participants could speak and hear one another.

Mr. Chris Davis, presiding as Chairman of the meeting, called the meeting to order and reviewed the agenda for the meeting. Mr. Hobson acted as Secretary of the meeting.

Equity Financing Proposals

First, Mr. Chris Davis reviewed with the Board (i) a term sheet for a financing involving both preferred equity and subordinated convertible notes received from BioWorld Merchandising, Inc., a vendor of the Company (the “**BioWorld Proposal**”); and (ii) a term sheet for a preferred equity financing submitted by certain members of the Company’s management team (together with certain family and friends thereof) and certain existing stockholders of the Company (the “**Management Proposal**”).

With respect to the BioWorld Proposal, the Board discussed the proposed valuation and structure, the lack of detail regarding governance controls and other investor rights set forth therein, the Board’s concerns regarding granting veto rights to a strategic partner and potential acquiror, as well as the likelihood of closing the financing contemplated by the BioWorld Proposal given the nature of the investor, the lack of communication between Breakwater and the investor, and the approvals required from both Breakwater (in its capacity as the senior secured lender) and holders of the Company’s Preferred Stock.

With respect to the Management Proposal, the Board discussed the proposed valuation and structure, concerns with respect to the amount of financing currently committed and anticipated in light of the Company’s current financing needs, as well as the likelihood of closing the financing contemplated by the Management Proposal given the lack of certainty regarding the amount of committed capital and the approvals required from both Breakwater (in its capacity as the senior secured lender) and holders of the Company’s Preferred Stock.

It was noted by the Board that each of the BioWorld Proposal and the Management Proposal were received the day prior to the meeting after significant efforts by management to seek alternative financing proposals and that, despite management’s efforts to obtain alternative financing proposals (including

discussions with investment banks) over the past several months, no other reasonable financing options are available to the Company at this time (other than the Upfront Proposal (as defined below)).

Next, Mr. Suster reviewed the most recent preferred equity financing proposal presented by Upfront Ventures (the “*Upfront Proposal*” and together with the BioWorld Proposal and the Management Proposal, each a “*Financing Proposal*”), including with respect to the proposed valuation and structure, the amount of the potential investment, proposed changes to the Company’s governance, the pre-negotiated amendment to the Breakwater credit facility, the need for an equity incentive pool to retain and recruit employees going forward, the conditions to closing (including with respect to changes to the Company’s management team and reporting structure), as well as the anticipated timing to funding.

At this point, the Board engaged in an extensive discussion regarding each of the Financing Proposals, including with respect to the dilutive impact on holders of Common Stock and Preferred Stock (both in terms of ownership percentage and liquidation waterfall analysis); the relative rights afforded to the holders of Common Stock and Preferred Stock; the need to provide sufficient equity incentives to current and potential employees; the need to obtain the approval of both Breakwater and holders of the Company’s Preferred Stock; the relative timing and certainty of closing; the amount of capital available under each Financing Proposal; the expiration of the Upfront Proposal if not accepted by the end of this meeting as well as the binding exclusivity provision; the Company’s current financial condition including its ability to satisfy its liabilities to existing creditors (including obligations to customers); risks associated with breach of its covenants under the Breakwater credit facility and Breakwater’s remedies pursuant thereto; and how each Financing Proposal might impact the Company’s ability to attract additional capital beyond the current equity financing.

Mr. Kreiz noted that the Management Proposal as a standalone option did not provide sufficient capital given the Company’s financial position, such that it would need to be combined with another Financing Proposal. In addition, Messrs. Mansour and Suster advised the Board that neither Breakwater nor Upfront Ventures would approve the BioWorld Proposal or the Management Proposal without a full ratchet anti-dilution adjustment for the Series A Preferred Stock, in which case such Financing Proposals would be significantly less favorable for holders of the Company’s Common Stock as compared to the Upfront Proposal. Mr. Mansour also conveyed to the Board that the restructuring of the Company’s management team and reporting structure would be a condition of any amendment to the Breakwater credit facility.

Following detailed discussion and after taking into account the Company’s financial condition and critical need for infusion of capital, the lack of alternative financing options available within the necessary timeframe, the Company’s need to renegotiate its existing credit facility with Breakwater (including the lack of certainty with respect to same under the BioWorld Proposal or standalone Management Proposal), and the risk to existing stockholders of failing to secure a Financing Proposal (including allowing the Upfront Proposal to expire), the Board concluded that it is in the best interests of the Company and its stockholders to combine the Upfront Proposal with the Management Proposal.

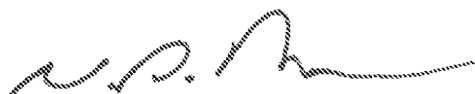
At this point, the Board reviewed the key terms set forth in the Upfront Proposal, as well as changes thereto proposed by management. Following negotiation of certain key terms between Mr. Suster (acting in his capacity as a representative of Upfront Ventures and not a director of the Company) and management, a final proposed term sheet for a Series A-2 Preferred Stock financing was presented to the Board (the “*Series A-2 Term Sheet*”) and reviewed in detail. Questions were asked and a discussion ensued. Following discussion, upon motion duly made by Mr. Kreiz and unanimously approved (with all directors of the Company, including Messrs. Boyle, Chris Davis, Hibbard and Suster, affirmatively voting in favor), it was:

RESOLVED, that the Series A-2 Term Sheet is unanimously approved in the form presented to the Board, and management is authorized to execute the Series A-2 Term Sheet and instructed to work with the Company's legal counsel to prepare and negotiate definitive documentation with respect to the financing contemplated thereby.

Adjournment

There being no further business to come before the meeting, the meeting was adjourned at approximately 3:30 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Nick Hobson', with a stylized flourish at the end.

Nick Hobson, Secretary of the Meeting

LOOT CRATE, INC.

Meeting of the Board of Directors

October 18, 2017

**Held at the offices of Upfront Ventures
1337 6th St.
Santa Monica, CA 90401**

A meeting of the Board of Directors (the "**Board**") of Loot Crate, Inc., a Delaware corporation (the "**Company**"), was held at the above location and on the above date at 9:30 a.m. Present were the following directors, constituting a quorum for the conduct of business: Terry Boyle (via telephone), Chris Davis, Ryan Hibbard, Ynon Kreiz and Mark Suster. Also present were Riley McCluskey of Upfront Ventures, Saif Mansour of Breakwater Credit Opportunities Fund, and Tom Hopkins (via telephone) of Cooley LLP, counsel to the Company. All participants could speak and hear one another.

Mr. Davis, presiding as Chairman of the meeting, called the meeting to order and reviewed the agenda for the meeting. Mr. Hopkins acted as Secretary of the meeting.

Finance Review

The Board engaged in a detailed discussion regarding the Company's financial position, including with respect to its liabilities, cash position and opportunities to reduce operating expenses. Next, the Board discussed the Company's financing needs and strategic alternatives. Following discussion, the Board instructed management to pursue potential financing opportunities with urgency and deliver any financing proposals to the Board for consideration.

Adjournment

There being no further business to come before the meeting, the meeting was adjourned at approximately 11:30 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Tom Hopkins', with a long horizontal flourish extending to the right.

Tom Hopkins, Secretary of the Meeting